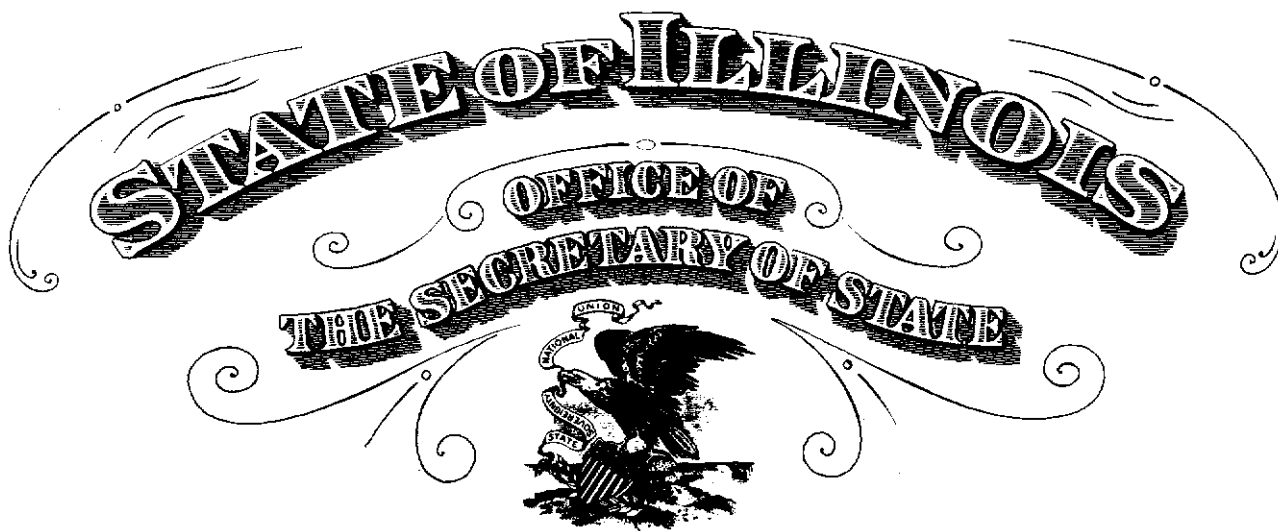


**Exhibit 2**



*To all to whom these Presents Shall Come, Greeting:*

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

MOMENTUM TELECOM, INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON SEPTEMBER 14, 2007, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



Authentication #: 0726202428

Authenticate at: <http://www.cyberdriveillinois.com>

*In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 19TH day of SEPTEMBER A.D. 2007 .*

*Jesse White*

SECRETARY OF STATE

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MOMENTUM BUSINESS SOLUTIONS, INC.**

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Momentum Business Solutions, Inc., which is the name under which the Corporation was originally incorporated; and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is April 20, 2000.

2. This Second Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation, and has been duly adopted in accordance with the provision of Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was 167,750 shares of Common Stock. A majority of the outstanding shares of Common Stock approved this Second Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice of such was given by the Corporation in accordance with said Section 228.

3. The Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

**I.**

The name of the Corporation is **Momentum Telecom, Inc.**

**II.**

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, City of Wilmington, County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

**III.**

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

#### IV.

A. This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares, which the Corporation is authorized to issue is five hundred thousand (500,000), all of which shares shall be Common Stock, each having a par value of No and 10/100 Dollars (\$0.10).

B. The number of authorized shares of Common Stock may be increased and decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation.

##### 1. Voting Rights

a. General Rights. Holders of Common Stock shall have one vote per share, except as otherwise provided herein or as required by law.

b. Election of Board of Directors. The election of the Board of Directors shall be conducted in the manner set forth in the Bylaws.

2. No Preemptive Rights. Stockholders shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

#### V.

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction for which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article V shall only be prospective and shall not effect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

#### VI.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors, which shall constitute the whole Board of Directors, shall be fixed by the board of Directors in the manner provided in the Bylaws.

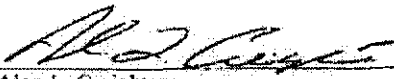
B. The Board of Directors may from time to time make, amend, supplement, or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation; and, provided further, that no amendment or supplement of the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

IN WITNESS WHEREOF, Momentum Business Solutions, Inc. has caused this Second Amended and Restated Certificate of Incorporation to be signed by the President and the Secretary in Birmingham, Alabama, as of the 21<sup>st</sup> day of August, 2003.

MOMENTUM BUSINESS SOLUTIONS, INC.

By:



Alan L. Creighton

Its President and Chief Executive Officer

Attest:



David Belch

Its Secretary

**CERTIFICATE OF INCORPORATION**  
**OF**

**Momentum Business Solutions, Inc.**

The undersigned, a natural person (the "Sole Incorporator"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**I.**

The name of this corporation is Momentum Business Solutions, Inc.

**II.**

The address of the registered office of the corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, City of Wilmington, County of New Castle, and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

**IV.**

A. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is ten million (10,000,000), of which nine million (9,000,000) shares shall be Common Stock, each having a par value of one-tenth of one cent (\$0.001), and one million (1,000,000) shares shall be Preferred Stock, each having a par value of one-tenth of one cent (\$0.001).

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitation or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series of any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

V.

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. (1) The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be no less than one (1) and no more than twelve (12), as shall be fixed exclusively by one or more resolutions adopted by the Board of Directors.

(2) Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, directors shall be elected at each annual meeting of stockholders for a term of one year. Each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Notwithstanding the foregoing provisions of this Article, each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(3) Subject to the rights of the holders of any series of Preferred Stock, the Board of Directors or any individual director may be removed from office at any time (i) with cause by the affirmative vote of the holders or a majority of the voting power of all the then outstanding shares of voting stock of the corporation, entitled to vote at an election of directors (the "Voting Stock") or (ii) without cause by the affirmative vote of the holders of at least a majority of the voting power of all the then-outstanding shares of the Voting Stock.

(4) Subject to the rights of the holders of any series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

(5) The directors of the corporation need not be elected by written ballot unless the Bylaws so provide.

B. The Board of Directors may from time to time make, amend, supplement or repeal the corporation's Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted the Board of Directors by the affirmative vote of a majority of all votes then entitled to be cast in an election of directors, other than any Bylaw providing for indemnification by the corporation of its directors, officers or employees.

C. No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws or by written consent in accordance with the Bylaws.

## VI.

A. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

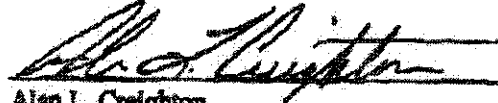
## VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Alan L. Creighton  
1401 20th Street South  
Birmingham, Alabama 35205



IN WITNESS WHEREOF, this Certificate has been subscribed this 20<sup>th</sup> day of April, 2000 by the undersigned who affirms that the statements made herein are true and correct.



Alan L. Creighton  
Sole Incorporator

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MOMENTUM BUSINESS SOLUTIONS, INC.**

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Momentum Business Solutions, Inc., which is the name under which the Corporation was originally incorporated; and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is April 20, 2000.

2. This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation, and has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was 161,750 shares of Common Stock. A majority of the outstanding shares of Common Stock approved this Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice of such was given by the Corporation in accordance with said Section 228.

3. The Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

**I.**

The name of the Corporation is Momentum Business Solutions, Inc.

**II.**

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, City of Wilmington, County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

**III.**

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

#### IV.

A. This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the Corporation is authorized to issue is five hundred thousand (500,000), all of which shares shall be Common Stock, each having a par value of No and 10/100 Dollars (\$0.10).

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation.

##### 1. Voting Rights.

a. General Rights. Holders of Common Stock shall have one vote per share, except as otherwise provided herein or as required by law.

b. Election of Board of Directors. The election of the Board of Directors shall be conducted in the manner set forth in the Bylaws.

2. No Preemptive Rights. Stockholders shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

#### V.

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article IV shall only be prospective and shall not effect the rights under this Article IV in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VI.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

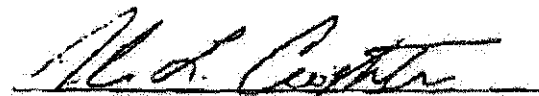
B. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

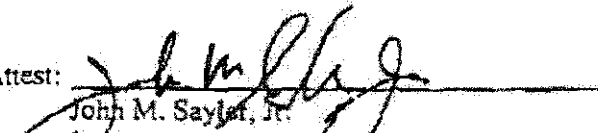
IN WITNESS WHEREOF, Momentum Business Solutions, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by the President and the Secretary in Birmingham, Alabama, as of the 19th day of March, 2001.

MOMENTUM BUSINESS SOLUTIONS, INC.

By:

  
Alan L. Creighton  
Its President and Chief Executive Officer

Attest:

  
John M. Saylor, Jr.  
Its Secretary